



UCC FILING &amp; SEARCH SERVICES, INC.

6 East Palmetto  
Hall, Tallahassee, Florida 32301  
505-611-1111HOLD  
FOR FILING  
UCC SERVICES  
FILING SECT ONLY

FL LLC

MJH

July 17, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Chexxis USA, LLC

7/17 eff 7/15

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUL 17 AM 2:02

FILED

TALLAHASSEE, FLORIDA

02 JUL 17 AM 11:31

RECEIVED

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
✓	Fictitious Name
✓	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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\*\*\*\*125.00 \*\*\*\*125.00

ARTICLES OF ORGANIZATION  
OF  
CHEXXIS USA, LLC

The undersigned hereby certifies that the Members have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I.  
NAME

The name of the Limited Liability Company shall be CHEXXIS USA, LLC.

ARTICLE II.  
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of July 15, 2002.

ARTICLE III.  
ADDRESS; PRINCIPAL OFFICE

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability Company is 5665 Central Avenue, St. Petersburg, Florida 33710.

ARTICLE IV.  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is, 5665 Central Avenue, St. Petersburg, Florida 33710 and the name of its initial registered agent at such address is Henri M. Bergé.

ARTICLE V.  
PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

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ARTICLE VI.  
RESTRICTIONS ON TRANSFER OF MEMBERSHIP;  
RIGHT TO ADMIT ADDITIONAL MEMBERS

A Member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the written consent of the Limited Liability Company and must be otherwise in accordance with the Operating Agreement of this Limited Liability Company.

Admission of new Members requires the vote of the Members of the Limited Liability Company. Contributions required of new Members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Operating Agreement of this Limited Liability Company.

The ownership interests and voting rights and interests of the Members shall be determined in accordance with the Operating Agreement of this Limited Liability Company.

ARTICLE VII.  
CONTINUATION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Limited Liability Company, the remaining Members shall have the right to continue the business upon affirmative vote of a majority of the remaining Members who hold voting interests.

ARTICLE VIII.  
MANAGEMENT

Management of the Limited Liability Company is reserved to its Members in accordance with the Operating Agreement of this Limited Liability Company.

ARTICLE IX.  
OPERATING AGREEMENT

The Members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal an Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE X.  
AMENDMENT

These Articles of Organization may be amended by a vote of a majority of the Members and other approvals in accordance with the Operating Agreement of the Limited Liability Company.

The undersigned, being a Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of Chexxis USA, LLC.

Executed by the undersigned on July 3, 2002.

SOUTHLAND DISTRIBUTORS MARKETING  
COMPANY Member

By: Bernard Kanner, Pres  
Bernard Kanner, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT  
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the Chexxis USA, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 3<sup>RD</sup> day of July, 2002.

Henri M. Bergé